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SURFACE TRANSPORTATION BOARD



November 28, 2011

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, DC 20423-0001

Dear Chief:

Please find attached one (1) copy of the Memorandum of Assignment and Assumption Agreement dated August 25, 2011 between the following parties:

Assignee:	Fifth Third Bank 38 Fountain Square Plaza Cincinnati, OH 45263
Assignor	The David J. Joseph Company 300 Pike Street Cincinnati, OH 45202

Please see Schedule 1, attached hereto, for the equipment, (20) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated August 25, 2011 related to twenty (20) railcars bearing reporting marks DJTX 79035 - 79054, inclusive.

Please file this as a secondary document under Recordation Number 29828-A as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 29828. The filing fee in the amount of \$41.00 can be charged to our account.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062

Sincerely,

Julie Woodard
Contract Manager

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**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

SUBJECT: RAILROAD BOARD

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of August 25, 2011 by and between **THE DAVID J. JOSEPH COMPANY**, a Delaware Corporation ("Assignor") and **FIFTH THIRD BANK**, an Ohio corporation ("Assignee").

WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain lease agreement dated June 17, 2011 between Assignor, as Lessor, and Mid-State Recycling Company, as Lessee, for twenty (20) railcars bearing the railroad reporting markings set forth on Schedule I.
2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth below and shall be subject to the Lease Term, as defined in the Lease.

THE REMAINDER OF THIS PAGE PURPOSELY LEFT BLANK

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of the Closing Date specified in Purchase and Sale Agreement by and between Assignor and Assignee dated as of July 15, 2011.

THE DAVID J. JOSEPH COMPANY

By: Kelly C. Poellein

Name: Kelly C. Poellein

Title: Vice President, Finance – Brokerage

FIFTH THIRD BANK

By: Chris S. Bell

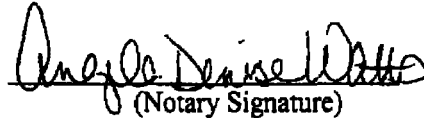
Name: Christopher S. Bell
Vice President

Title: _____

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 15th day of July, 2011, before me the subscriber, Angela Denise Watts, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Kelly C. Poellein, to me personally known, who stated and acknowledged that she is the Vice President, Finance – Brokerage of The David J. Joseph Company, a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in her capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that she has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 15th day of July, 2011.


(Notary Signature)

My commission has no expiration.

ANGELA DENISE WATTS
Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration
Date Section 147.03 O.R.C

**SCHEDULE I
TO
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

CARS

Twenty (20) railcars bearing reporting marks as follows:

DJTX079035
DJTX079036
DJTX079037
DJTX079038
DJTX079039
DJTX079040
DJTX079041
DJTX079042
DJTX079043
DJTX079044
DJTX079045
DJTX079046
DJTX079047
DJTX079048
DJTX079049
DJTX079050
DJTX079051
DJTX079052
DJTX079053
DJTX079054

LEASE: Dated June 17, 2011 between The David J. Joseph Company and Mid-State Recycling Company.